

**EXHIBIT
AA**

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CHIPOTLE MEXICAN GRILL, INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

MARTIN SCHNEIDER, et al., individually
and on behalf of all others similarly situated.

Plaintiffs,

v.

CHIPOTLE MEXICAN GRILL, INC., a
Delaware corporation.

Defendant.

Case No.: 16-CV-02200-HSG

**DECLARATION OF KIRSTEN
HELGELAND IN SUPPORT OF MOTION
OF DEFENDANT CHIPOTLE MEXICAN
GRILL, INC. FOR SUMMARY JUDGMENT**

[Fed. R. Civ. Proc. 56]

Judge: Hon. Haywood S. Gilliam, Jr.
Ct. No.: 2 (Oakland Courthouse)
Hearing Date: February 8, 2018
Hearing Time: 2:00 p.m.

Action Filed: April 22, 2016
Trial Date: TBD

1 I, Kirsten Helgeland, declare and state as follows:

2 1. I provide this declaration in support of the Motion for Summary Judgment of
3 defendant Chipotle Mexican Grill, Inc. ("Chipotle"). I make this declaration based upon my own
4 personal knowledge.

5 2. I was hired by Chipotle as a Local Store Marketing Consultant in 2005. Currently,
6 I am employed as Chipotle's Director of Marketing Operations, a position which I have held since
7 approximately 2013. As Director of Marketing Operations, I lead Chipotle's Marketing
8 Operations, National Events, New Restaurant Marketing, and Community Roots teams. In my
9 capacity as Director of Marketing Operations, my team is responsible for, among other things,
10 implementing the placement of Chipotle's brand and marketing messages within its restaurants.
11 Accordingly, my team is responsible for making sure that the correct menu panels and other
12 announcements are shipped to, and posted in, Chipotle's restaurants at the appropriate times. I am
13 also responsible for making sure that the correct styles of crew t-shirts are shipped to, and
14 available for use in, Chipotle's restaurants at the appropriate times.

15 3. When Chipotle announced, on April 27, 2015, that it had achieved its goal of
16 moving to only non-GMO ingredients in all of the food in all of its domestic restaurants, that
17 announcement should have been communicated in Chipotle's domestic restaurants through an
18 overhead menu panel and a static window cling, both of which the managers of Chipotle's
19 domestic restaurants were instructed to display from April 27, 2015, through June 14, 2015.
20 Thereafter, the only references within Chipotle's domestic restaurants to Chipotle's use of only
21 non-GMO ingredients should have been on the menu panels that Chipotle's restaurants were
22 instructed to display between June 15, 2015, and June 30, 2016, and on some of the crew t-shirts
23 that have been available within Chipotle's restaurants since February 2016.

24 4. On April 24, 2015, Chipotle's Training Department sent to all of Chipotle's
25 domestic restaurants an e-mail regarding its then-upcoming non-GMO ingredients announcement.
26 A true and correct copy of that e-mail, along with its attachments, is attached as Exhibit A to the
27 concurrently-filed Declaration of Samuel Worobec. Through that e-mail, Chipotle's Training
28 Department informed the managers of its domestic restaurants that Chipotle was going "to tell our

1 customers that the food we serve in our U.S. restaurants is all made with Non-GMO ingredients.”
2 The e-mail message also instructs Chipotle’s managers to replace the then-current “Food With
3 Integrity” menu panels with the attached “Farewell to GMOs” panel before the start of business on
4 April 27, 2015.

5 5. In early-April 2015, I coordinated sending to Chipotle’s Marketing Strategists
6 (Chipotle’s “in-the-field” marketing employees) an announcement, which informed them that,
7 starting April 27, 2015, Chipotle’s domestic restaurants would be posting a “Farewell to GMOs”
8 static window cling and providing them with instructions for how to post them. A true and correct
9 copy of the “GMO Announcement: Window Static Cling Overview” is attached hereto as **Exhibit**

10 **A.** True and correct depictions of the “Farewell to GMOs” static window cling are contained
11 within that announcement. Chipotle sent the “Farewell to GMOs” static window clings to its
12 domestic restaurants and/or its in-the-field Facilities employees to post at every domestic Chipotle
13 restaurant that has at least one set of doors for customer use. Where restaurants had multiple sets
14 of doors for customer use, the static window clings were to be posted on the main or primary set
15 of doors available for customer use.

16 6. Because the static window clings were to be posted on the main doors of Chipotle’s
17 restaurants, they were not shipped to, or displayed at, Chipotle restaurants located inside mall food
18 courts (which do not have doors available for customer use).

19 7. On June 7, 2015, Chipotle’s Marketing Strategists were advised that new “Food
20 With Integrity” menu panels were being shipped to all of Chipotle’s restaurants; that they were to
21 be posted in place of the “Farewell to GMOs” menu panels in all of Chipotle’s domestic
22 restaurants before the start of business on June 15, 2015; and that they were to remain up
23 indefinitely. A true and correct copy of an e-mail from Caroline Lincoln – who reported to me –
24 to all of Chipotle’s Marketing Strategists, which includes a color copy of the “Food With
25 Integrity” menu panel, and which is dated June 7, 2015, is attached hereto as **Exhibit B.**

26 8. All of Chipotle’s domestic restaurants were also expected to remove before the start
27 of business on June 15, 2015, the “Farewell to GMOs” static window clings that had been posted
28 beginning on April 27, 2015.

1 9. On June 29, 2015, Chipotle's Training Department sent to all of Chipotle's
2 domestic restaurants an e-mail reminding them to remove the "Farewell to GMOs" static window
3 clings from their doors. A true and correct copy of that e-mail is attached as Exhibit D to the
4 concurrently-filed Declaration of Samuel Worobec.

5 10. The only other place where any messaging about GMOs may have appeared in
6 Chipotle's restaurants is on the back of some of the t-shirts that have been available to be worn by
7 crew members. One of the ten t-shirt designs available to Chipotle's domestic crew members in
8 the Spring of 2016 said on the back: "G-M-Over It." A true and correct copy of a document that
9 contains true and correct depictions of the t-shirt designs that are were available to be worn by
10 Chipotle's domestic crew members in the Spring of 2016 is attached hereto as **Exhibit C**.

11 11. Both before and after its display of the "Farewell to GMOs" and "Food With
12 Integrity" menu panels, Chipotle has used the first position of the several menu panels that it
13 simultaneously displays at each of its restaurants to publish other food-related and/or marketing
14 messages. For example, the "Food With Integrity" menu panel was replaced with a menu panel
15 announcing Chipotle's "Chiptopia" promotion. True and correct copies of representations of the
16 Chiptopia menu panels that were displayed in Chipotle's domestic restaurants between July 1,
17 2016, and September 30, 2016 are attached hereto as **Exhibit D**.

18 12. The image that appears in paragraph 36 of the Class Action Complaint – which
19 depicts the phrases "Made With No GMO Ingredients" and "No GMO" superimposed over a tin
20 foil-wrapped burrito – is not an image that Chipotle's restaurants have ever been instructed to
21 display or to post. In fact, that image was not created, and has never been used in any context, by
22 Chipotle. I do not know from where Plaintiff obtained it.

23 13. None of Chipotle's in-restaurant messaging has ever described its restaurants, its
24 food, or its ingredients as "GMO free."

25
26 I swear and declare under penalty of perjury under the laws of the State of California and of
27 the United States of America that the foregoing is true and correct.

1 Executed on this 13th day of November, 2017, at Denver, Colorado.

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Kirsten Helgeland

GMO Announcement

Window Static Cling Overview



MEXICAN GRILL

CMG/7184 - 000185

CHIPOTLE'S 1ST MARKETING WINDOW GRAPHIC

Historically we have avoided using the windows of our restaurants for any marketing messages. This is highly unusual in the world of fast food—then again, everything we do is highly unusual in that regard. We never wanted to have marketing messages cluttering the design aesthetic that we've put so much effort in creating in our restaurants. And we also didn't want to detract from our customers enjoying their experience. However, this time we felt that the message was important enough to merit doing something different, something completely unexpected—although it is still quite understated when compared to what other restaurants do.

WHY NOW?

We're doing this now, because we've just accomplished something that's kind of a big deal—we've managed to remove the only genetically modified ingredients from the food we serve. In 2013 we became the first national restaurant company to voluntarily label GMOs in our food, and now we're the first to remove them entirely. With 94% of the corn and 93% of the soybeans grown in this country coming from GMO strains, it's easy to understand that it is very difficult for consumers to avoid GMO ingredients in restaurants or in food purchased in grocery stores. What we are doing is giving our customers the choice to avoid GMOs if they want to, actually their only choice at this scale. So we thought it appropriate to say it big, and use our windows to spread the word.

**A FAREWELL To
GMOs**

When it comes to our food,
genetically modified ingredients
don't make the cut.

CHIPOTLE.COM/GMO

NON-ADHESIVE STATIC CLING

Static Clings are highly plasticized vinyl materials that adhere to most clean, smooth surfaces such as glass, painted metal, and plastics without the use of pressure sensitive adhesives. Durable but easily removable, static cling decals are designed for indoor use and work well for temporary applications.

APPLICATION

This particular static cling was produced for a second surface application. 'Second surface' refers to the INSIDE of the glass. The item was reversed-printed to ensure legibility for customers on the outside of the storefront. This application prevents pedestrians from easily removing the graphic from outside the location.

INSTALL INSTRUCTIONS

Clings are set to deliver between **April 15th and April 20th**. Installs should begin the morning of **April 27th** and not anytime before.

In addition to this list, you can refer to the video in the link below to walk you through the install process. This install is fine with one person, but an extra pair of hands is always better.

<https://www.youtube.com/watch?v=2OnzNcBIXGO>

1. Clean the window and make sure it is dry
2. Position graphic with paper release still in tact
3. Once level and centered, tape the graphic using masking tape to keep the graphic in place
4. Using a DRY ERASE marker, go to the opposite side of the window and mark the glass for positioning
5. Remove the taped graphic from glass
6. Remove tape and slowly remove the cling from the
7. "Float" the graphic by spraying the window surface with water then placing the graphic on the wet surface
8. While positioning material use a flat edge (a credit card works best) to squeegee the material to the surface and push the water and bubbles out
9. Continue the previous step until the cling is in place and a has no visible air pockets/bubbles

25" X 25" GRAPHIC

The graphics you will receive are 25-inch, square, static clings. The clings are white reversed printing on clear material. Please let us know if there are any variations.



72"
FROM GROUND

Attachments: linked_image001_0DE7A5BC-FB11-4033-B430-0CA1633FEF96.png

From: Ashley Erickson <aerickson@chipotle.com>
Sent: Monday, June 8, 2015 4:13 PM
To: Kirsten L Helgeland <khelgeland@chipotle.com>
Subject: FW: June FWI Panel Rollout
Attach: FWI_Replacements.xls

Ashley C Erickson | Marketing Operations Consultant

Chipotle Mexican Grill
1401 Wynkoop Street, Suite 500, Denver, CO 80202
direct 303.222.2569
mobile 913.709.0814
fax 303.648.4265

From: Caroline Lincoln <clincoln@chipotle.com>
Date: Sunday, June 7, 2015 at 11:03 AM
To: Marketing Strategists <MarketingStrategists@chipotle.com>
Cc: Ashley Erickson <aerickson@chipotle.com>
Subject: June FWI Panel Rollout

Hi there,

Starting this week stores will begin receiving their new Food With Integrity panels, see below for the sleek art!!! The panel will be **delivered by 6/11** at the latest and needs to be **posted before opening on 6/15** and will stay up indefinitely. The panel will be located in the FWI panel slot, replacing Non-GMO boards which can then be recycled. Communications for this will be going out Monday morning.

If your store needs a replacement panel please gather the information from them and fill out the attached spreadsheet to send to me. We will be handling the replacements like we did the Non-GMO boards, and everything is much more organized and runs smoother if the requests are aggregated on one spreadsheet to send to vendors. When sending over the spreadsheet please be as detailed as possible in order to eliminate any back and forth.

If you have any questions do not hesitate to reach out to me. I will be providing tracking tomorrow for all stores.

Thank you for your help!
Caroline



Recycle Address:

JET RECYCLING

605 Territorial Drive; STE A

Bolingbrook, IL 60440

Caroline Lincoln | Marketing Operations Contractor

Chipotle Mexican Grill

1401 Wynkoop Street, Suite 500, Denver, CO 80202

direct 303.605.1055

Mobile 316.213.4980



CURRENT CREW UNIFORM BACK GRAPHICS

MAY 2016

I SINCERELY BARBACOA



PASTURE



LECHUGA



ADDITIVES ARE SUBTRACTIVE



TAKEOUT SPECIALIST



ACT NATURAL*



BLACK VS PINTO



BRAISING IS AMAZING



RBGH



G-M-OVER IT



* ALSO IN MATERNITY STYLE

EXHIBIT C

DOUBLE-SIDED MENU PANELS: ARRIVING BETWEEN 6/27-6/29

SIDE ONE



DISPLAY JULY 1ST TO JULY 31ST

NOTE: THIS COPY IS ONLY TO BE
DISPLAYED IN JULY

SIDE TWO



DISPLAY AUGUST 1ST TO SEPTEMBER 30TH